

false Q3 --10-31 0001007019 0001007019 2023-11-01 2024-07-31 0001007019 2024-09-10 0001007019 2024-07-31  
0001007019 2023-10-31 0001007019 2022-11-01 2023-07-31 0001007019 2024-05-01 2024-07-31 0001007019 2023-  
05-01 2023-07-31 0001007019 us-gaap:CommonStockMember 2022-10-31 0001007019 us-  
gaap:TreasuryStockCommonMember 2022-10-31 0001007019 us-gaap:AdditionalPaidInCapitalMember 2022-10-31  
0001007019 us-gaap:RetainedEarningsMember 2022-10-31 0001007019 us-gaap:NoncontrollingInterestMember 2022-  
10-31 0001007019 2022-10-31 0001007019 us-gaap:CommonStockMember 2023-01-31 0001007019 us-  
gaap:TreasuryStockCommonMember 2023-01-31 0001007019 us-gaap:AdditionalPaidInCapitalMember 2023-01-31  
0001007019 us-gaap:RetainedEarningsMember 2023-01-31 0001007019 us-gaap:NoncontrollingInterestMember 2023-  
01-31 0001007019 2023-01-31 0001007019 us-gaap:CommonStockMember 2023-04-30 0001007019 us-  
gaap:TreasuryStockCommonMember 2023-04-30 0001007019 us-gaap:AdditionalPaidInCapitalMember 2023-04-30  
0001007019 us-gaap:RetainedEarningsMember 2023-04-30 0001007019 us-gaap:NoncontrollingInterestMember 2023-  
04-30 0001007019 2023-04-30 0001007019 us-gaap:CommonStockMember 2023-10-31 0001007019 us-  
gaap:TreasuryStockCommonMember 2023-10-31 0001007019 us-gaap:AdditionalPaidInCapitalMember 2023-10-31  
0001007019 us-gaap:RetainedEarningsMember 2023-10-31 0001007019 us-gaap:NoncontrollingInterestMember 2023-  
10-31 0001007019 us-gaap:CommonStockMember 2024-01-31 0001007019 us-gaap:TreasuryStockCommonMember  
2024-01-31 0001007019 us-gaap:AdditionalPaidInCapitalMember 2024-01-31 0001007019 us-  
gaap:RetainedEarningsMember 2024-01-31 0001007019 us-gaap:NoncontrollingInterestMember 2024-01-31  
0001007019 2024-01-31 0001007019 us-gaap:CommonStockMember 2024-04-30 0001007019 us-  
gaap:TreasuryStockCommonMember 2024-04-30 0001007019 us-gaap:AdditionalPaidInCapitalMember 2024-04-30  
0001007019 us-gaap:RetainedEarningsMember 2024-04-30 0001007019 us-gaap:NoncontrollingInterestMember 2024-  
04-30 0001007019 2024-04-30 0001007019 us-gaap:CommonStockMember 2022-11-01 2023-01-31 0001007019 us-  
gaap:TreasuryStockCommonMember 2022-11-01 2023-01-31 0001007019 us-gaap:AdditionalPaidInCapitalMember  
2022-11-01 2023-01-31 0001007019 us-gaap:RetainedEarningsMember 2022-11-01 2023-01-31 0001007019 us-  
gaap:NoncontrollingInterestMember 2022-11-01 2023-01-31 0001007019 2022-11-01 2023-01-31 0001007019 us-  
gaap:CommonStockMember 2023-02-01 2023-04-30 0001007019 us-gaap:TreasuryStockCommonMember 2023-02-01  
2023-04-30 0001007019 us-gaap:AdditionalPaidInCapitalMember 2023-02-01 2023-04-30 0001007019 us-  
gaap:RetainedEarningsMember 2023-02-01 2023-04-30 0001007019 us-gaap:NoncontrollingInterestMember 2023-02-  
01 2023-04-30 0001007019 2023-02-01 2023-04-30 0001007019 us-gaap:CommonStockMember 2023-05-01 2023-07-31  
0001007019 us-gaap:TreasuryStockCommonMember 2023-05-01 2023-07-31 0001007019 us-  
gaap:AdditionalPaidInCapitalMember 2023-05-01 2023-07-31 0001007019 us-gaap:RetainedEarningsMember 2023-05-  
01 2023-07-31 0001007019 us-gaap:NoncontrollingInterestMember 2023-05-01 2023-07-31 0001007019 us-  
gaap:CommonStockMember 2023-11-01 2024-01-31 0001007019 us-gaap:TreasuryStockCommonMember 2023-11-01  
2024-01-31 0001007019 us-gaap:AdditionalPaidInCapitalMember 2023-11-01 2024-01-31 0001007019 us-  
gaap:RetainedEarningsMember 2023-11-01 2024-01-31 0001007019 us-gaap:NoncontrollingInterestMember 2023-11-  
01 2024-01-31 0001007019 2023-11-01 2024-01-31 0001007019 us-gaap:CommonStockMember 2024-02-01 2024-04-30  
0001007019 us-gaap:TreasuryStockCommonMember 2024-02-01 2024-04-30 0001007019 us-  
gaap:AdditionalPaidInCapitalMember 2024-02-01 2024-04-30 0001007019 us-gaap:RetainedEarningsMember 2024-02-  
01 2024-04-30 0001007019 us-gaap:NoncontrollingInterestMember 2024-02-01 2024-04-30 0001007019 2024-02-01  
2024-04-30 0001007019 us-gaap:CommonStockMember 2024-05-01 2024-07-31 0001007019 us-  
gaap:TreasuryStockCommonMember 2024-05-01 2024-07-31 0001007019 us-gaap:AdditionalPaidInCapitalMember  
2024-05-01 2024-07-31 0001007019 us-gaap:RetainedEarningsMember 2024-05-01 2024-07-31 0001007019 us-  
gaap:NoncontrollingInterestMember 2024-05-01 2024-07-31 0001007019 us-gaap:CommonStockMember 2023-07-31  
0001007019 us-gaap:TreasuryStockCommonMember 2023-07-31 0001007019 us-gaap:AdditionalPaidInCapitalMember  
2023-07-31 0001007019 us-gaap:RetainedEarningsMember 2023-07-31 0001007019 us-  
gaap:NoncontrollingInterestMember 2023-07-31 0001007019 2023-07-31 0001007019 us-gaap:CommonStockMember  
2024-07-31 0001007019 us-gaap:TreasuryStockCommonMember 2024-07-31 0001007019 us-  
gaap:AdditionalPaidInCapitalMember 2024-07-31 0001007019 us-gaap:RetainedEarningsMember 2024-07-31  
0001007019 us-gaap:NoncontrollingInterestMember 2024-07-31 0001007019 JVA:MergerAgreementMember 2022-09-  
29 0001007019 JVA:PubcoMember 2022-09-29 0001007019 JVA:GreenCoffeeMember 2023-11-01 2024-07-31  
0001007019 JVA:GreenCoffeeMember 2022-11-01 2023-07-31 0001007019 JVA:GreenCoffeeMember 2024-05-01 2024-  
07-31 0001007019 JVA:GreenCoffeeMember 2023-05-01 2023-07-31 0001007019 JVA:PackagedCoffeeMember 2023-  
11-01 2024-07-31 0001007019 JVA:PackagedCoffeeMember 2022-11-01 2023-07-31 0001007019  
JVA:PackagedCoffeeMember 2024-05-01 2024-07-31 0001007019 JVA:PackagedCoffeeMember 2023-05-01 2023-07-31  
0001007019 JVA:PackedCoffeeMember 2024-07-31 0001007019 JVA:PackedCoffeeMember 2023-10-31 0001007019  
JVA:GreenCoffeeMember 2024-07-31 0001007019 JVA:GreenCoffeeMember 2023-10-31 0001007019  
JVA:RoasterAndPartsMember 2024-07-31 0001007019 JVA:RoasterAndPartsMember 2023-10-31 0001007019  
JVA:PackagingSuppliesMember 2024-07-31 0001007019 JVA:PackagingSuppliesMember 2023-10-31 0001007019  
JVA:NewLoanModificationAgreementAndCreditFacilityMember 2022-03-16 2022-03-17 0001007019  
JVA:NewLoanModificationAgreementAndCreditFacilityMember 2022-06-28 2022-06-28 0001007019  
JVA:NewLoanModificationAgreementAndCreditFacilityMember us-gaap:SecuredOvernightFinancingRateSoFrMember  
2022-06-28 2022-06-28 0001007019 JVA:NewLoanModificationAgreementAndCreditFacilityMember 2024-06-27 2024-  
06-27 0001007019 2024-06-27 2024-06-27 0001007019 us-gaap:EmployeeStockOptionMember 2018-11-01 2019-04-30  
0001007019 stpr:CO 2021-06-01 2021-06-01 0001007019 JVA:SonofrescoLLCMember 2023-01-31 0001007019  
JVA:SonofrescoLLCMember 2024-01-31 0001007019 JVA:OptcoLLCMember 2023-03-31 0001007019  
JVA:LeaseAgreementMember 2024-05-01 0001007019 JVA:LeaseAgreementMember 2024-05-01 2024-05-01  
0001007019 JVA:ModifiedAgreementMember 2024-05-01 0001007019 JVA:LeaseAgreementMember 2024-07-31  
0001007019 JVA:GenerationCoffeeCompanyLLCMember 2023-11-01 2024-07-31 0001007019  
JVA:TwoThousandAndThirteenEquityCompensationPlanMember 2019-04-19 0001007019  
JVA:TwoThousandAndThirteenEquityCompensationPlanMember 2024-05-01 2024-07-31 0001007019  
JVA:TwoThousandAndThirteenEquityCompensationPlanMember 2023-11-01 2024-07-31 0001007019  
JVA:TwoThousandAndThirteenEquityCompensationPlanMember 2022-11-01 2023-10-31 iso4217:USD xbrli:shares  
iso4217:USD xbrli:shares xbrli:pure Â Â Â UNITEDSTATESSECURITIESAND EXCHANGE  
COMMISSIONWASHINGTON,D.C. 20549Â FORM10-QÂ â~QUARTERLY REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934Â FORTHE QUARTERLY PERIOD ENDED July 31,

2024 ORA ~ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_ A COMMISSION FILE NUMBER: 001-32491 COFFEE HOLDING CO., INC. (Exact Name of Registrant as Specified in Its Charter) Nevada 11-2238111 (State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.) 3475 Victory Boulevard, Staten Island, New York 10314 (Address of principal executive offices) (Zip Code) (718) 832-0800 (Registrant's telephone number, including area code) (Former name, former address and former fiscal year, if changed since last report) Securities to be registered pursuant to Section 12(b) of the Act: None Securities to be registered pursuant to Section 12(g) of the Act: Title of each class Common Stock, par value \$0.001 per share Trading Symbol(s) JVA Name of each exchange on which registered The Nasdaq Capital Market Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ~ No ~ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ~ No ~ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filer ~ Accelerated filer ~ Non-accelerated filer ~ Smaller reporting company ~ Emerging growth company ~ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ~ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ~ No ~ Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. 5,708,599 shares of common stock, par value \$0.001 per share, are outstanding at September 10, 2024.

TABLE OF CONTENTS PAGE PART I FINANCIAL INFORMATION F-1

ITEM 1. Unaudited Condensed Consolidated Financial Statements F-1 Unaudited Condensed Consolidated Balance Sheets as of July 31, 2024 and October 31, 2023 F-1 Unaudited Condensed Consolidated Statements of Operations for the three and nine months ended July 31, 2024, and 2023 F-2 Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity for the three and nine months ended July 31, 2024, and 2023 F-3 Unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended July 31, 2024, and 2023 F-4 Notes to the Unaudited Condensed Consolidated Financial Statements F-5 ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 1 ITEM 3. Quantitative and Qualitative Disclosures About Market Risk 7 ITEM 4. Controls and Procedures 7 PART II OTHER INFORMATION 9 ITEM 1. Legal Proceedings 9 ITEM 1A. Risk Factors 9 ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds 9 ITEM 3. Defaults Upon Senior Securities 9 ITEM 4. Mine Safety Disclosures 9 ITEM 5. Other Information 9 ITEM 6. Exhibits 10 SIGNATURES 11 PART I. FINANCIAL INFORMATION

COFFEE HOLDING CO., INC. CONDENSED CONSOLIDATED BALANCE SHEETS

	July 31, 2024	October 31, 2023
(Unaudited)		
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$3,098,158	\$2,733,977
Accounts receivable, net of allowances for credit losses of \$144,000 for 2024 and 2023	\$7,449,547	\$7,983,032
Receivable from sale of investment	\$3,150,000	
Inventories	\$14,506,015	\$18,986,539
Due from broker	\$1,263,603	\$345,760
Prepaid expenses and other current assets	\$213,443	\$413,752
Prepaid and refundable income taxes	\$311,306	\$365,876
TOTAL CURRENT ASSETS	\$26,842,072	\$33,978,936
Building, machinery, and equipment, net	\$3,329,576	\$3,494,450
Customer list and relationships, net of accumulated amortization of \$278,125 and \$310,383 for 2024 and 2023, respectively	\$161,875	\$184,750
Trademarks and tradenames	\$327,000	\$327,000
Equity method investments	\$39,676	\$39,676
Right-of-use asset	\$1,192,834	\$2,696,159
Deferred income tax assets, net	\$1,017,453	\$1,341,407
Deposits and other assets	\$141,529	\$129,523
TOTAL ASSETS	\$33,052,015	\$42,191,901
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$4,535,476	\$5,206,442
Line of credit	\$1,900,000	\$9,620,000
Due to broker	\$275,276	\$292,407
Note payable - current portion	\$4,200	
Lease liabilities - current portion	\$636,534	\$255,625
TOTAL CURRENT LIABILITIES	\$7,347,286	\$15,378,674
Note payable, net of current	\$2,860	\$3,034
Lease liabilities, net of current	\$903,821	\$2,974,579
Deferred compensation payable	\$126,978	\$120,523
TOTAL LIABILITIES	\$8,380,945	\$18,476,810
Commitments and Contingencies (Note 8)	-	-
STOCKHOLDERS' EQUITY:		
Coffee Holding Co., Inc. stockholders' equity:		
Preferred stock, par value \$.001 per share; 10,000,000 shares authorized; none issued	-	-
Common stock, par value \$.001 per share; 30,000,000 shares authorized, 6,633,930 shares issued for 2024 and 2023; 5,708,599 shares outstanding for 2024 and 2023	\$6,634	\$6,634
Additional paid in capital	\$19,094,618	\$19,094,618
Retained earnings	\$10,447,840	\$9,491,861
Less: common stock held in treasury, at cost; 925,331 shares for 2024 and 2023	\$(4,633,560)	\$(4,633,560)
Total Coffee Holding Co., Inc. stockholders' equity	\$24,915,532	\$23,959,553
Noncontrolling interest	\$(244,462)	\$(244,462)
TOTAL STOCKHOLDERS' EQUITY	\$24,671,070	\$23,715,091
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$33,052,015	\$42,191,901

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

F-1 COFFEE HOLDING CO., INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	2024	2023		
Nine months ended July 31,				
Three months ended July 31,				
2024	2023	2024	2023	
NET SALES	\$57,349,477	\$49,411,183	\$18,813,162	\$15,764,365
COST OF SALES	\$46,239,134	\$41,810,204	\$14,887,098	\$13,315,602
GROSS PROFIT	\$11,110,343	\$7,600,979	\$3,926,064	\$2,448,763
OPERATING EXPENSES:				
Selling and administrative	\$9,365,236	\$8,722,156	\$3,045,611	\$2,709,238
Officers' salaries	\$474,983	\$467,548	\$160,590	\$142,772
TOTAL	\$9,840,219	\$9,189,704	\$3,206,201	\$2,852,010
INCOME (LOSS) FROM OPERATIONS	\$1,270,124	\$(1,588,725)	\$719,863	\$(403,247)
OTHER INCOME (EXPENSE)				
Interest income	\$34,669	\$3,120	\$256	\$7
Interest expense	\$(235,427)	\$(393,590)		

(44,641) (144,024) Loss from equity method investments (14,310) (5,007) Gain on extinguishment of lease 210,567 210,567 Other income 634,181 400,140 TOTAL 9,809 229,401 166,182 251,116 INCOME (LOSS) BEFORE EXPENSE (BENEFIT) FOR INCOME TAXES 1,279,933 (1,359,324) 886,045 (152,131) Expense (benefit) for income taxes 323,954 (355,500) 259,249 (40,250) NET INCOME (LOSS) \$955,979 \$ (1,003,824) \$626,796 \$ (111,881) Basic and diluted earnings (loss) per share \$0.17 \$ (0.18) \$0.11 \$ (0.02) Weighted average common shares outstanding: 5,708,599 5,708,599 5,708,599 5,708,599 The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.
 F-2 COFFEEHOLDING CO., INC.CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY(UNAUDITED)
 Shares Amount Shares Amount Capital Earnings Interest Total Common Stock Treasury Stock Additional Paid-in Retained Non-controlling Shares Amount
 Balance, October 31, 2022 5,708,599 \$6,634 \$925,331 \$(4,633,560) \$19,094,618 \$10,327,437 \$(244,462) \$24,550,667 Net loss (532,103) (532,103) Balance, January 31, 2023 5,708,599 6,634 925,331 (4,633,560) 19,094,618 9,795,334 (244,462) 24,018,564 Net loss (359,840) (359,840) Balance, April 30, 2023 5,708,599 6,634 925,331 (4,633,560) 19,094,618 9,435,494 (244,462) 23,658,724 Net loss (111,881) (111,881) Balance, July 31, 2023 5,708,599 6,634 925,331 (4,633,560) \$19,094,618 \$9,323,613 \$(244,462) \$23,546,843 Balance October 31, 2023 5,708,599 6,634 925,331 (4,633,560) \$19,094,618 \$9,491,861 \$(244,462) \$23,715,091 Net income 351,024 (351,024) Balance January 31, 2024 5,708,599 6,634 925,331 (4,633,560) 19,094,618 9,842,885 (244,462) 24,066,115 Net loss (21,841) (21,841) Balance, April 30, 2024 5,708,599 6,634 925,331 (4,633,560) 19,094,618 9,821,044 (244,462) 24,044,274 Balance 5,708,599 6,634 925,331 (4,633,560) 19,094,618 9,821,044 (244,462) 24,044,274 Net loss 626,796 626,796 Net income (loss) 626,796 626,796 Balance, July 31, 2024 5,708,599 6,634 925,331 (4,633,560) \$19,094,618 \$10,447,840 \$(244,462) \$24,671,070 Balance 5,708,599 6,634 925,331 (4,633,560) \$19,094,618 \$10,447,840 \$(244,462) \$24,671,070 The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.
 F-3 COFFEEHOLDING CO., INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(UNAUDITED)
 2024 2023 Nine months ended July 31, 2024 2023 OPERATING ACTIVITIES: Net income (loss) \$955,979 (1,003,824) Adjustments to reconcile net income (loss) to net cash provided by operating activities: Depreciation and amortization 458,429 436,669 Unrealized gain on commodities (934,974) (776,521) Loss on equity method investments 14,310 Amortization of right-of-use asset 203,268 240,504 Gain on extinguishment of lease liability (210,567) Deferred income taxes 323,954 (355,500) Changes in operating assets and liabilities: Accounts receivable 533,485 1,334,319 Inventories 4,480,524 2,113,830 Prepaid expenses and other current assets 200,309 (9,306) Prepaid and refundable income taxes 54,570 Lease liabilities (179,225) (203,908) Deposits and other assets (12,006) Accounts payable, accrued expenses, and deferred compensation payable (664,511) (991,411) Net cash provided by operating activities 5,209,235 799,162 Cash flows from investing activities: Purchases of machinery and equipment (270,680) (721,696) Proceeds from sale of investment 3,150,000 Net cash provided by (used in) investing activities 2,879,320 (721,696) Cash flows from financing activities: Advances under bank line of credit 2,434,783 Cash overdraft (876,148) Principal payments on note payable (4,374) (4,641) Principal payments under bank line of credit (7,720,000) (1,728,783) Net cash used in financing activities (7,724,374) (174,789) Net change in cash and cash equivalents 364,181 (97,323) Cash and cash equivalents, beginning of period 2,733,977 2,515,873 Cash and cash equivalents, end of period \$3,098,158 \$2,418,550
 SUPPLEMENTAL DISCLOSURE OF CASH FLOW DATA: Interest paid \$281,841 \$243,100 SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES: Initial recognition of operating lease right-of-use asset \$547,975 \$146,416 The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.
 F-4 COFFEEHOLDING CO., INC.NOTESTO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(UNAUDITED)
 Note1 - Business Activities
 CoffeeHolding Co., Inc. (the "Company") conducts wholesale coffee operations, including manufacturing, roasting, packaging, marketing and distributing roasted and blended coffees for private labeled accounts and its own brands, and it sells green coffee. The Company also manufactures and sells coffee roasters. The Company's core product, coffee, can be summarized and divided into three product categories ("product lines") as follows: Wholesale Green Coffee: unroasted raw beans imported from around the world and sold to large and small roasters and coffee shop operators; Private Label Coffee: coffee roasted, blended, packaged and sold under the specifications and names of others, including supermarkets that want to have their own brand name on coffee to compete with national brands; and, Branded Coffee: coffee roasted and blended to the Company's own specifications and packaged and sold under the Company's proprietary and licensed

brand names in different segments of the market. The Company's private label and branded coffee sales are primarily to customers that are located throughout the United States with limited sales in Canada and certain countries in Asia. Such customers include supermarkets, wholesalers, and individually-owned and multi-unit retailers. The Company's unprocessed green coffee, which includes over 90 specialty coffee offerings, is sold primarily to specialty gourmet roasters and to coffee shop operators in the United States with limited sales in Australia, Canada, England and China. The Company's wholesale green, private label, and branded coffee product categories generate revenues and cost of sales individually but incur selling, general and administrative expenses in the aggregate. There are no individual product managers and discrete financial information is not available for any of the product lines. The Company's product portfolio is used in one business and it operates and competes in one business activity and economic environment. In addition, the three product lines share customers, manufacturing resources, sales channels, and marketing support. Thus, the Company considers the three product lines to be one single reporting segment. On September 29, 2022, the Company entered into a Merger and Share Exchange Agreement (the "Merger Agreement"), by and among the Company, Delta Corp Holdings Limited, a Cayman Islands exempted company (the "Pubco"), Delta Corp Holdings Limited, a company incorporated in England and Wales (the "Delta"), CHC Merger Sub Inc., a Nevada corporation and wholly owned subsidiary of Pubco (the "Merger Sub"), and each of the holders of ordinary shares of Delta as named therein. Upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub would merge with and into the Company, with the Company surviving as a direct, wholly-owned subsidiary of Pubco (the "Merger"). As a result of the Merger, each issued and outstanding share of the Company's common stock, \$0.001 par value per share, would be cancelled and converted for the right of the holder thereof to receive one ordinary share, par value \$0.0001 of Pubco. There was a shareholder vote in April 2024 on the Merger Agreement that did not pass. On June 21, 2024, the Company terminated the Merger Agreement. No early termination penalties were payable by the Company upon termination of the Merger Agreement.

**Going Concern and Liquidity** The Company's line of credit will become due June 29, 2025 (see Note 5). The agreement requires the Company to maintain compliance with certain financial covenants computed on a quarterly and annual basis. In previous periods, the Company was not in compliance with these requirements. However, a waiver of all past defaults was received on May 24, 2024. As of July 31, 2024, the Company is in compliance with those financial covenants. The Company has paid down a substantial portion of the line of credit and the current balance outstanding as of July 31, 2024 was \$1,900,000. Additionally, the Company is in a net income position for the three and nine months ended July 31, 2024 of \$626,796 and \$955,979, respectively, has cash from operating activities of \$5,209,235, and a net working capital surplus of \$19,494,786. As a result, the Company does not believe that substantial doubt is raised regarding the Company's ability to continue as a going concern and the ability to meet its obligations as they become due within the twelve months from the date the condensed consolidated financial statements are issued.

**F-5 - COFFEE HOLDING CO., INC. NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 2 - Basis of Presentation and Significant Accounting Policy** The Company's fiscal year ends on October 31 of each calendar year. The accompanying interim condensed consolidated financial statements are unaudited and have been prepared on substantially the same basis as its annual consolidated financial statements for the fiscal year ended October 31, 2023. In the opinion of the Company's management, these interim condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of its financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amount of revenue and expenses during the reporting periods. Actual results could differ from these estimates. The October 31, 2023 year-end condensed consolidated balance sheet data in this document was derived from audited consolidated financial statements. These condensed consolidated financial statements and notes included in this quarterly report on Form 10-Q does not include all disclosures required by U.S. generally accepted accounting principles (the "U.S. GAAP") and should be read in conjunction with the Company's audited consolidated financial statements as of and for the year ended October 31, 2023 and notes thereto included in the Company's fiscal 2023 Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on February 9, 2024 (the "2023 10-K"). The results of operations and cash flows for the interim periods included in these condensed consolidated financial statements are not necessarily indicative of the results to be expected for any future period or the entire fiscal year. The condensed consolidated financial statements include the accounts of the Company, the Company's subsidiaries, Organic Products Trading Company, LLC (the "OPTCO"), Sonofresco, LLC (the "SONO"), and Comfort Foods, Inc. All significant inter-company transactions and balances have been eliminated in consolidation.

**Significant Accounting Policies** The significant accounting policies used in the preparation of these condensed consolidated financial statements are disclosed in the Company's 2023 10-K, and there have been no changes to the Company's significant accounting policies during the three and nine months ended July 31, 2024.

**Revenue Recognition** The Company recognizes revenue in accordance with the five-step model as prescribed by the Financial Accounting Standards Board (the "FASB") Accounting Codification (the "ASC") Topic 606 (the "ASC 606") in which the Company evaluates the transfer of promised goods or services and recognizes revenue when its customer obtains control of promised goods or services in an amount that reflects the consideration which the Company expects to be entitled to receive in exchange for those goods or services. To determine revenue recognition for the arrangements that the Company determines are within the scope of ASC 606, the Company performs the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The following table presents revenues by product line for the three and nine months ended July 31, 2024 and 2023:

	July 31, 2024	July 31, 2023	July 31, 2024	July 31, 2023
	Three Months Ended	Three Months Ended	Nine Months Ended	Nine Months Ended
Green	\$25,505,606	\$21,078,402	\$10,795,701	\$6,645,606
Packaged	\$31,843,871	\$28,332,781	\$8,017,461	\$9,118,759
Totals	\$57,349,477	\$49,411,183	\$18,813,162	\$15,764,365

**Revenues** \$57,349,477 \$49,411,183 \$18,813,162 \$15,764,365

**F-6 - COFFEE HOLDING CO., INC. NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Recent Accounting Pronouncements** Adopted The Company follows the FASB Accounting Standard Update (the "ASU") 2016-13, "Financial Instruments - Credit Losses (Topic 326)". This guidance requires entities to use a current expected credit loss impairment model rather than incurred losses.

The Company considers factors such as credit quality, age of balances, historical experience and current and future economic conditions that may affect the Company's expectation of collectability in determining the allowance for credit losses. The standard became effective for the Company on November 1, 2023. The adoption of this new guidance did not have a material impact on the Company's consolidated financial statements and related disclosures. A Recent Accounting Pronouncements "Not Yet Adopted" In October 2023, the FASB issued ASU 2023-06, "Disclosure Improvements" Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative. This standard affects a wide variety of Topics in the Codification. The effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective. Early adoption is prohibited. The Company does not expect the adoption of this standard to have a material impact on the Company's consolidated financial statements and related disclosures. In November 2023, the FASB issued ASU 2023-07, "Segment Reporting" Improving Reportable Segment Disclosures (Topic 280). The standard is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. The standard requires disclosure to include significant segment expenses that are regularly provided to the chief operating decision maker (the CODM), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The standard also requires all annual disclosures currently required by ASC Topic 280 to be included in interim periods. This standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted, and requires retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU 2023-09, "Improvements to Income Tax Disclosures," a final standard on improvements to income tax disclosures. The standard requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The standard is effective for fiscal years beginning after December 15, 2024, with early adoption permitted and should be applied prospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

**Note 3 - Inventories** Inventories at July 31, 2024 and October 31, 2023 consisted of the following:

	July 31, 2024	October 31, 2023
Packed coffee	\$2,076,739	\$2,076,739
Green coffee	\$10,232,622	\$13,151,993
Roasters and parts	\$476,313	\$537,108
Packaging supplies	\$1,720,341	\$1,714,503
<b>Totals</b>	<b>\$14,506,015</b>	<b>\$18,986,539</b>

**Inventories** \$14,506,015 \$18,986,539

**F-7 COFFEE HOLDING CO., INC. NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 4 - Commodities Held by Broker** The Company has used, and intends to continue to use in a limited capacity, short term coffee futures and options contracts primarily for the purpose of partially hedging and minimizing the effects of changing green coffee prices and to reduce cost of sales. The commodities held by broker represent the market value of the Company's trading account, which consists of options and futures contracts for coffee held with a brokerage firm. The Company uses options and futures contracts, which are not designated or qualifying as hedging instruments, to partially hedge the effects of fluctuations in the price of green coffee beans. Options and futures contracts are level 1 investments recognized at fair value in the condensed consolidated financial statements with current recognition of gains and losses on such positions. The Company's accounting for options and futures contracts may impact earnings volatility in any particular period. The Company records all open contract positions on the condensed consolidated balance sheets at fair value in the due from and due to broker line items and typically do not offset these assets and liabilities. The Company classifies its options and future contracts as trading securities and accordingly, realized and unrealized holding gains and losses are included in the statement of operations as a component of cost of sales. The Company recorded realized and unrealized gains and losses respectively, on these contracts as follows:

	2024	2023
Three Months Ended July 31		
Gross realized gains	\$405,608	\$265,801
Gross realized losses	(133,392)	(236,404)
Unrealized gains (losses), net	464,272	(159,955)
<b>Total</b>	<b>\$736,488</b>	<b>\$(130,558)</b>
Nine Months Ended July 31		
Gross realized gains	\$1,187,382	\$642,709
Gross realized losses	(903,162)	(1,528,765)
Unrealized gains, net	934,974	776,521
<b>Total</b>	<b>\$1,219,194</b>	<b>\$(109,535)</b>

**Gain (Loss) on Investments** \$736,488 \$(130,558) \$1,219,194 \$(109,535)

**Note 5 - Line of Credit** On April 25, 2017, the Company and OPTCO (together with the Company, collectively referred to herein as the "Borrowers") entered into an Amended and Restated Loan and Security Agreement (the "A&R Loan Agreement") and Amended and Restated Loan Facility (the "A&R Loan Facility") with Sterling National Bank (the "Sterling") (later acquired by Webster Financial Corp. (the "Webster"), which consolidated (i) the financing agreement between the Company and Sterling, dated February 17, 2009, as modified, and (ii) the financing agreement between the Company, as guarantor, OPTCO and Sterling, dated March 10, 2015, amongst other things. On March 17, 2022, the Company reached an agreement for a new loan modification agreement and credit facility which extended the maturity date to June 29, 2022. The facility was then approved for a two-year extension. All other terms of the A&R Loan Agreement and A&R Loan Facility remained the same. On June 28, 2022, the Company reached an agreement for a new loan modification agreement and credit facility with Webster. The terms of the new agreement, among other things: (i) provided for a new maturity date of June 30, 2024, and (ii) changed the interest rate per annum to SOFR plus 1.75% (with such interest rate not to be lower than 3.50%). All other terms of the A&R Loan Agreement and A&R Loan Facility remained the same.

**F-8 COFFEE HOLDING CO., INC. NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

The Company is required to maintain certain financial covenants with respect to the A&R Loan Agreement. The Company was not in compliance with such requirements as of October 31, 2023. The Company received a waiver from the lender on May 24, 2024 for all past defaults. The A&R Loan Agreement was also modified on March 15, 2023 to, among other things: (i) provide for a requirement for subordination agreements, if necessary, (ii) change the terms of transactions with affiliates from a dollar limitation to allowable in the ordinary course of business, and (iii) established a new covenant for a fixed charge coverage ratio. On June 27, 2024, the Borrowers entered into the Tenth Loan Modification Agreement with Webster which amended the A&R Loan Agreement to, among other things: (i) provide for a new loan maturity date of June 29, 2025, (ii) provide that the applicable margin requirement for any revolving loan outstanding under the A&R Loan Agreement to 2.25%, (iii) provide that the maximum facility amount shall be \$10,000,000 and (iv) to adjust certain definitions and terms related to the borrowing base and leverage ratios applicable to the A&R Loan Agreement. Each of the A&R Loan Facility and A&R Loan Agreement contains covenants, subject to certain exceptions, that place annual restrictions on the Borrowers' operations, including covenants relating to debt restrictions, capital expenditures,

indebtedness, minimum deposit restrictions, tangible net worth, net profit, leverage, employee loan restrictions, dividend and repurchase restrictions (common stock and preferred stock), and restrictions on intercompany transactions. The outstanding balance on the Company's line of credit was \$1,900,000 and \$9,620,000 as of July 31, 2024 and October 31, 2023, respectively.

**Note 6 – Income Taxes** The Company accounts for income taxes pursuant to the asset and liability method which requires deferred income tax assets and liabilities to be computed for net operating loss carryforwards and temporary differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The income tax provision or benefit is the tax incurred for the period plus or minus the change during the period in deferred tax assets and liabilities. As of July 31, 2024 and October 31, 2023, the Company did not have any unrecognized tax benefits or open tax positions. The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of July 31, 2024 and October 31, 2023, the Company had no accrued interest or penalties related to income taxes. The Company currently has no federal or state tax examinations in progress. The Company files a U.S. federal income tax return and California, Colorado, Connecticut, Florida, Idaho, Illinois, Kansas, Louisiana, Massachusetts, Michigan, Montana, New Jersey, New York, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, and Virginia state tax returns.

**Note 7 – Earnings (Loss) Per Share** The Company presents basic and diluted earnings per common share pursuant to the provisions included in ASC Topic 260, "Earnings per Share," and certain other financial accounting pronouncements. Basic earnings per common share is computed by dividing net income (loss) by the sum of the weighted-average number of common shares outstanding. Diluted earnings per common share is computed by dividing the net income (loss) by the weighted-average number of common shares outstanding plus the dilutive effect of common shares issuable upon exercise of potential sources of dilution. The weighted average common shares outstanding used in the computation of basic and diluted earnings per share were 5,708,599 for the three and nine months ended July 31, 2024 and 2023. The Company had granted options for 1,000,000 shares in the second quarter of 2019, which have not been included in the calculation of diluted earnings per share due to their anti-dilutive nature, as the options were out of the money (the exercise price is higher than the market price).

**F-9**

#### COFFEEHOLDING CO., INC. NOTE TO CONDENSED CONSOLIDATED FINANCIAL

**STATEMENTS (UNAUDITED)**

**Note 8 - Commitments and Contingencies** Legal Proceedings The Company and its subsidiaries are not involved in any pending proceedings other than ordinary routine litigation incidental to their business. Management believes none of these proceedings, if determined adversely, would have a material effect on the business or financial condition of the Company or its subsidiaries.

**Note 9 – Leases** The following summarizes the Company's operating leases:

Schedule Of Operating Leases	Assets	2024	2023	Right-of-use operating lease assets	\$1,192,834	\$2,696,159	Total lease assets	\$1,192,834	\$2,696,159	Liabilities	2024	2023	
Current lease liability	\$636,534	\$255,625	Non-current lease liability	903,821	2,974,579	Total lease liability	\$1,540,355	\$3,230,204	The amortization of the right-of-use asset for the three months ended July 31, 2024 and 2023 was \$79,812 and \$80,662, respectively. The amortization of the right-of-use asset for the nine months ended July 31, 2024 and 2023 was \$203,268 and \$240,504, respectively. The weighted-average remaining lease term and the weighted-average discount rate of the Company's leases were as follows:	Weighted average remaining lease term (in years)	4.15	Weighted average discount rate	5.1%

Maturities of lease liabilities by fiscal year for the Company's operating leases are as follows:

Schedule Of Maturity Lease Liability	For the Years Ending October 31,	2024	2025	2026	2027	2028	Thereafter	Total lease payments	Less: imputed interest	Present value of operating lease liabilities
Remainder of fiscal 2024	\$463,319	334,784	308,624	295,762	229,466	66,571	1,698,526	(158,171)	\$1,540,355	

In June 2021, the Company purchased a facility in Colorado for \$900,321 that it was previously leasing. On the date of purchase, the Company wrote off the carrying value of the right-of-use asset and lease liability associated with this facility of \$242,888. In December 2022, the Company extended SONO's lease in Washington through December 2023. As a result, on the date of the modification the Company increased its right-of-use asset and lease liability by \$40,797 as of January 31, 2023. In December 2023, the Company extended SONO's lease in Washington through December 2024. As a result, on the date of the modification the Company increased its right-of-use asset and lease liability by \$41,962 as of January 31, 2024. In March 2023, the Company extended OPTCO's lease in Washington through March 2026. As a result, on the date of the modification the Company increased its right-of-use asset and lease liability by \$105,619.

#### F-10 COFFEEHOLDING CO., INC. NOTE TO CONDENSED CONSOLIDATED FINANCIAL

**STATEMENTS (UNAUDITED)**

In May 2024, the Company modified its existing lease agreement pertaining to a portion of its office facility. The Company wrote off \$1,848,032 in right-of-use assets and \$2,058,599 lease liability associated with this agreement, resulting in a gain on extinguishment of lease of \$210,567. On May 1, 2024, the Company entered into an amended lease agreement for the remaining portion of its office facility in Staten Island, NY, which changed the lease modification date to April 30, 2029. The amended lease commenced on May 1, 2024. The Company recognized a right-of-use asset and lease liability associated with this modified agreement of \$547,975. As a result of the modification, the Company decreased its right-of-use asset by \$1,300,057 and lease liability by \$1,510,624 as of July 31, 2024.

**Note 10 – Related Party Transactions** The Company has engaged its 40% former partner in Generation Coffee Company LLC as an outside contractor (the "Partner"). Included in contract labor expense are expenses incurred by the Partner for the nine months ended July 31, 2023 of \$56,851 for the processing of finished goods. There were no expenses incurred by the Partner in the three and nine months ended July 31, 2024 or the three months ended July 31, 2023. In January 2005, the Company established the Coffee Holding Co., Inc. Non-Qualified Deferred Compensation Plan. Currently, there is only one participant in the plan: the Company's Chief Executive Officer. Within the plan guidelines, this employee is deferring a portion of his current salary and bonus. The assets are held in a separate trust. The deferred compensation payable represents the liability due to the Chief Executive Officer of the Company. The assets were \$126,979 and \$120,523 at July 31, 2024 and October 31, 2023, respectively, and are included in Deposits and other assets in the accompanying balance sheets. The deferred compensation liability at July 31, 2024 and October 31, 2023 was \$126,979 and \$120,523, respectively.

**Note 11 - Stockholders' Equity**

**Treasury Stock** The Company utilizes the cost method of accounting for treasury stock. The cost of reissued shares is determined under the last-in, first-out method. The Company did not purchase any shares during the three and nine months ended July 31, 2024 and the year ended October 31, 2023.

**Stock Options** The Company has an incentive stock plan, the 2013 Equity Compensation Plan (the "2013 Plan"), and on April 19, 2019, has granted stock options for 1,000,000 shares to employees, officers and non-employee directors from the 2013 Plan with an exercise price of



\$5.43. Options granted under the 2013 Plan may be incentive stock options or nonqualified stock options, as determined by the administrator at the time of grant. No options were granted, forfeited or expired during the three and nine months ended July 31, 2024 or for the year ended October 31, 2023. The Company recorded no stock-based compensation expense for the three and nine months ended July 31, 2024 and 2023, as all stock option awards were fully vested as of the beginning of the reporting period. F-11 ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS A Cautionary Note on Forward-Looking Statements Some of the matters discussed under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation," "Risk Factors" and elsewhere in this quarterly report include forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements upon information available to management as of the date of this Form 10-Q and management's expectations and projections about future events, including, among other things:—our dependency on a single commodity could affect our revenues and profitability;—our success in expanding our market presence in new geographic regions;—the effectiveness of our hedging policy may impact our profitability;—the success of our joint ventures;—our success in implementing our business strategy or introducing new products;—our ability to attract and retain customers;—our ability to obtain additional financing;—our ability to comply with the restrictive covenants we are subject to under our current financing;—the effects of competition from other coffee manufacturers and other beverage alternatives;—the impact to the operations of our Colorado facility;—general economic conditions and conditions which affect the market for coffee;—our expectations regarding, and the stability of, our supply chain, including potential shortages or interruptions in the supply or delivery of green coffee;—the macro global economic environment;—our ability to maintain and develop our brand recognition;—the impact of rapid or persistent fluctuations in the price of coffee beans;—fluctuations in the supply of coffee beans;—the volatility of our common stock; and—other risks which we identify in future filings with the Securities and Exchange Commission (the "SEC"). In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "predict," "potential," "continue," "expect," "anticipate," "future," "intend," "plan," "believe," "estimate" and similar expressions (or the negative of such expressions). Any or all of our forward-looking statements in this quarterly report and in any other public statements we make may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. In addition, we undertake no responsibility to update any forward-looking statement to reflect events or circumstances that occur after the date of this quarterly report. Overview We are an integrated wholesale coffee roaster and dealer primarily in the United States and one of the few coffee companies that offers a broad array of coffee products across the entire spectrum of consumer tastes, preferences and price points. As a result, we believe that we are well-positioned to increase our profitability and endure potential coffee price volatility throughout varying cycles of the coffee market and economic conditions. 1 Our operations have primarily focused on the following areas of the coffee industry:—the sale of wholesale specialty green coffee;—the roasting, blending, packaging and sale of private label coffee;—the roasting, blending, packaging and sale of our eight brands of coffee; and—sales of our tabletop coffee roasting equipment. Our operating results are affected by a number of factors including:—the level of marketing and pricing competition from existing or new competitors in the coffee industry;—our ability to retain existing customers and attract new customers;—our hedging policy;—fluctuations in purchase prices and supply of green coffee and in the selling prices of our products; and—our ability to manage inventory and fulfillment operations and maintain gross margins. Our net sales are driven primarily by the success of our sales and marketing efforts and our ability to retain existing customers and attract new customers. For this reason, we have made, and will continue to evaluate, strategic decisions to acquire and invest in measures that are expected to increase net sales. Our sales are affected by the price of green coffee. We purchase our green coffee from dealers located primarily within the United States. The dealers supply us with coffee beans from many countries, including Colombia, Mexico, Kenya, Indonesia, Brazil and Uganda. The supply and price of coffee beans are subject to volatility and are influenced by numerous factors which are beyond our control. For example, in Brazil, which produces approximately 40% of the world's green coffee, the coffee crops are historically susceptible to frost in June and July and drought in September, October and November. However, because we purchase coffee from a number of countries and are able to freely substitute one country's coffee for another in our products, price fluctuations in one country generally have not had a material impact on the price we pay for coffee. Accordingly, price fluctuations in one country generally have not had a material effect on our results of operations, liquidity and capital resources. Historically, because we generally have been able to pass green coffee price increases through to customers, increased prices of green coffee generally result in increased net sales, irrespective of sales volume. The supply and price of coffee beans are subject to volatility and are influenced by numerous factors which are beyond our control. Historically, we have used, and intend to continue to use in a limited capacity, short-term coffee futures and options contracts primarily for the purpose of partially hedging the effects of changing green coffee prices. In addition, we acquired, and expect to continue to acquire, futures contracts with longer terms, generally three to four months, primarily for the purpose of guaranteeing an adequate supply of green coffee. Realized and unrealized gains or losses on options and futures contracts are reflected in our cost of sales. Gains on options and futures contracts reduce our cost of sales and losses on options and futures contracts increase our cost of sales. The use of these derivative financial instruments has generally enabled us to mitigate the effect of changing prices. We believe that, in normal economic times, our hedging policies remain a vital element to our business model not only in controlling our cost of sales, but also giving us the flexibility to obtain the inventory necessary to continue to grow our sales while trying to minimize margin compression during a time of historically high coffee prices. However, no strategy can entirely eliminate pricing risks and we generally remain exposed to losses on futures contracts when prices decline significantly in a short period of time, and we would generally remain exposed to supply risk in the event of non-performance by the counterparty to any of our futures contracts. Although we have had net gains on options and futures contracts in the past, we have incurred significant losses on options and futures contracts during some recent reporting periods. In these cases, our cost of sales has increased, resulting in a decrease in our profitability or increase in our losses. Such losses have and could in the future materially increase our cost of sales and materially decrease our profitability and adversely affect our stock price. If our hedging policy is not effective, we may not be able to control our coffee costs, we may be forced to pay greater than market value for green coffee and our profitability may be reduced. Failure to properly design and implement an effective hedging strategy may materially adversely affect our business and operating results. If the hedges that we enter do not adequately offset the risks of coffee bean price volatility or our hedges result in losses, our cost of sales may increase, resulting in a decrease in profitability or

increased losses. As previously announced, as a result of the volatilenature of the commodities markets, we have and are continuing to scale back our use of hedging and short-term trading of coffee futuresand options contracts, and intend to continue to use these practices in a limited capacity going forward.Â 2 Â

Â RecentDevelopmentsÂ OnSeptember 29, 2022, Coffee Holding Co., Inc, a Nevada corporation (â€œJVAâ€), entered into a Merger and Share Exchange Agreement(the â€œMerger Agreementâ€), by and among JVA, Delta Corp Holdings Limited, a Cayman Islands exempted company (â€œPubcoâ€),Delta Corp Holdings Limited, a company incorporated in England and Wales (â€œDeltaâ€), CHC Merger Sub Inc., a Nevada corporationand wholly owned subsidiary of Pubco (â€œMerger Subâ€), and each of the holders of ordinary shares of Delta as named therein.Upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub would merge with and into JVA, with JVA survivingas a direct, wholly-owned subsidiary of Pubco (the â€œMergerâ€). In April 2024, the Company held a special meeting of stockholders at which approval of the Merger Agreement and theMerger did not receive the requisite votes.On June 21, 2024, JVA terminated the Merger Agreement. No early termination penalties were payable by JVA upon termination of the MergerAgreement.Â CriticalAccounting EstimatesÂ Therehave been no changes to our critical accounting policies during the three and nine months ended July 31, 2024. Critical accounting policiesand the significant estimates in accordance with such policies are regularly discussed with our Audit Committee. Those policies are discussedunder â€œCritical Accounting Policiesâ€ in â€œPart II. Item 7. Managementâ€™s Discussion and Analysis of Financial Conditionand Results of Operationsâ€ as well as in our consolidated financial statements and notes thereto, each included in our annual reporton Form 10-K filed with the SEC on February 9, 2024 for the fiscal year ended October 31, 2023.Â 3 Â

Â ThreeMonths Ended July 31, 2024 Compared to the Three Months Ended July 31, 2023Â NetSales. Net sales totaled \$18,813,162 for the three months ended July 31, 2024, an increase of \$3,048,797, or 19%, from \$15,764,365for the three months ended July 31, 2023. The increase in net sales was due to increased sales to new private label customers.Â Costof Sales. Cost of sales for the three months ended July 31, 2024 was \$14,887,098, or 79.1% of net sales, as compared to \$13,315,602,or 84.5% of net sales, for the three months ended July 31, 2023, an increase of \$1,571,496. Cost of sales consists primarily of the costof green coffee and packaging materials and realized and unrealized gains or losses on hedging activity. This increase in gross marginwas due to price increases that were initiated during the three months ended July 31, 2024 for our roasted coffee customers as well asa favorable inventory position which resulted in higher gross margins related to our wholesale green coffee customers.Â GrossProfit. Gross profit for the three months ended July 31, 2024 amounted to \$3,926,064 or 20.9% of net sales, as compared to \$2,448,763or 15.5% of net sales, for the three months ended July 31, 2023. The increase in gross profits on a percentage and dollar basis was attributableto the factors listed above.Â OperatingExpenses. Total operating expenses increased by \$354,191 to \$3,206,201 for the three months ended July 31, 2024 from \$2,852,010for the three months ended July 31, 2023. Selling and administrative expenses increased by \$336,373 and officersâ€™ salaries increasedby \$17,818. The increase in selling and administrative expenses was due to higher payroll costs, professional fees, and insurance expense,partially offset by decreases in medical expenses. automobile costs, and advertising costs.Â OtherIncome (Expense). Other income for the three months ended July 31, 2024 was \$166,182, a decrease of \$84,934 from other incomeof \$251,116 for the three months ended July 31, 2023. The change was attributable to a decrease in interest expense of \$99,383, an increasein interest income of \$249, a decrease in loss from our equity method investments of \$5,007, and a gain on extinguishment of lease of\$210,567, partially offset by a decrease in other income of \$400,140 related to an insurance claim.Â IncomeTaxes. Our expense for income taxes for the three months ended July 31, 2024 totaled \$259,249 compared to a benefit of \$40,250for the three months ended July 31, 2023. The change was primarily attributable to the difference in the income for the three monthsended July 31, 2024 versus the loss for the three months ended July 31, 2023.Â NetIncome (Loss). We had net income of \$626,796, or \$0.11 per share basic and diluted, for the three months ended July 31, 2024compared to a net loss of \$111,881, or \$0.02 per share basic and diluted, for the three months ended July 31, 2023.Â NineMonths Ended July 31, 2024 Compared to the Nine Months Ended July 31, 2023Â NetSales. Net sales totaled \$57,349,477 for the nine months ended July 31, 2024, an increase of \$7,938,294, or 16%, from \$49,411,183for the nine months ended July 31, 2023. The increase in net sales was due to increased sales to new private label customers.Â Costof Sales. Cost of sales for the nine months ended July 31, 2024 was \$46,239,134, or 80.6% of net sales, as compared to \$41,810,204,or 84.6% of net sales, for the nine months ended July 31, 2023. Cost of sales consists primarily of the cost of green coffee and packagingmaterials and realized and unrealized gains or losses on hedging activity. This increase in gross margin was due to price increases forour roasted coffee customers as well as a favorable inventory position which resulted in higher gross margins related to our wholesalegreen coffee customers.Â 4 Â

Â GrossProfit. Gross profit for the nine months ended July 31, 2024 amounted to \$11,110,343 or 19.4% of net sales, as compared to \$7,600,979or 15.4% of net sales, for the nine months ended July 31, 2023. The increase in gross profits on a percentage basis was attributableto the factors listed above.Â OperatingExpenses. Total operating expenses increased by \$650,515 to \$9,840,219 for the nine months ended July 31, 2024 from \$9,189,704for the nine months ended July 31, 2023. Selling and administrative expenses increased by \$643,080 and officersâ€™ salaries increasedby \$7,435. Operating expenses increased due to higher payroll costs, professional fees, and insurance expense, partially offset by decreasesin medical expenses. automobile costs, and advertising costs. for the nine months ended July 31, 2024 compared to the nine months endedJuly 31, 2023.Â OtherIncome (Expense). Other income for the nine months ended July 31, 2024 was \$9,809, a decrease of \$219,592 from other income of\$229,401 for the nine months ended July 31, 2023. The decrease was attributable to a decrease in other income of \$634,181 related toan insurance claim, partially offset by an increase of gain on extinguishment of lease of \$210,567, decrease in interest expense of \$158,163,an increase in interest income of \$31,549, and a decrease in loss from equity method investments.Â IncomeTaxes. Our expense for income taxes for the nine months ended July 31, 2024 totaled \$323,954 compared to a benefit of \$355,500for the nine months ended July 31,2023. The change was primarily attributable to the difference in the income for the nine months endedJuly 31, 2024 versus the loss for the nine months ended July 31, 2023.Â NetIncome (Loss). We had net income of \$955,979, or \$0.17 per share basic and diluted, for the nine months ended July 31, 2024compared to a net loss of \$1,003,824, or \$0.18 per share basic and diluted, for the nine months ended July 31, 2023. The increase innet income was due primarily to the reasons described above.Â Liquidity,Capital Resources and Going ConcernÂ As of July 31, 2024, we had working capital of \$19,494,786, which represented a \$894,524 increase from our working capital of \$18,600,262as of October 31, 2023. Our working capital increased primarily due to the decrease of the outstanding balance on our line of creditto \$1,900,000 from \$9,620,000 as of July 31, 2024 and October 31, 2023, respectively, along with a decrease of \$670,966 in accounts payableand accrued expenses, a \$917,843 increase in due from broker, a \$364,181 increase in cash and cash equivalents, and a \$17,131 decreasein due to broker. This was partially offset by \$533,485 decrease in accounts



receivable, a \$4,480,524 decrease in inventories, a \$3,150,000 decrease in receivable from sale of investment, a \$200,309 decrease in prepaid expenses and other current assets, and an increase of \$380,909 in lease liabilities - current portion. On April 25, 2017, we and one of our subsidiaries, Organic Products Trading Company, LLC (OPTCO) and together with us, collectively referred to herein as the Borrowers entered into an Amended and Restated Loan and Security Agreement (the A&R Loan Agreement) and Amended and Restated Loan Facility (the A&R Loan Facility) with Sterling National Bank (Sterling), which was later acquired by Webster Financial Corp. (Webster), which consolidated (i) the financing agreement between us and Sterling, dated February 17, 2009, as modified, and (ii) the financing agreement between us, as guarantor, OPTCO and Sterling, dated March 10, 2015, amongst other things. On March 17, 2022, we reached an agreement for a new loan modification agreement and credit facility which extended the maturity date to June 29, 2022. The facility was then approved for a two-year extension. All other terms of the A&R Loan Agreement and A&R Loan Facility remained the same. On June 28, 2022, we reached an agreement for a new loan modification agreement and credit facility with Webster. The terms of the new agreement, among other things: (i) provided for a new maturity date of June 30, 2024, and (ii) changed the interest rate per annum to SOFR plus 1.75% (with such interest rate not to be lower than 3.50%). All other terms of the A&R Loan Agreement and A&R Loan Facility remained the same. 5 On March 15, 2023, the A&R Loan Agreement was also modified to, among other things: (i) provide for a requirement for subordination agreements, if necessary, (ii) change the terms of transactions with affiliates from a dollar limitation to allowable in the ordinary course of business, and (iii) establish a new covenant for a fixed charge coverage ratio. As further explained in Note 5 to the unaudited condensed consolidated financial statements, we are required to maintain certain financial covenants with respect to our line of credit agreement. We were not in compliance with these requirements as of October 31, 2023. We have since received a waiver from the lender on May 24, 2024 and are in compliance with all requirements. On June 27, 2024, the Borrowers entered into the Tenth Loan Modification Agreement with Webster which amended the A&R Loan Agreement to, among other things: (i) provide for a new loan maturity date of June 29, 2025, (ii) provide that the applicable margin requirement for any revolving loan outstanding under the A&R Loan Agreement to 2.25%, (iii) provide that the maximum facility amount shall be \$10,000,000 and (iv) to adjust certain definitions and terms related to the borrowing base and leverage ratios applicable to the A&R Loan Agreement. Each of the A&R Loan Facility and A&R Loan Agreement contains covenants, subject to certain exceptions, that place annual restrictions on the Borrowers' operations, including covenants relating to debt restrictions, capital expenditures, indebtedness, minimum deposit restrictions, tangible net worth, net profit, leverage, employee loan restrictions, dividend and repurchase restrictions (common stock and preferred stock), and restrictions on intercompany transactions. The outstanding balance on our line of credit was \$1,900,000 and \$9,620,000 as of July 31, 2024 and October 31, 2023, respectively. For the nine months ended July 31, 2024, our operating activities provided net cash of \$5,209,235 as compared to the nine months ended July 31, 2023 when operating activities provided net cash of \$799,162. The increase in cash flow from operations was partially due to net income of \$955,979 for the nine months ended July 31, 2024, compared to a net loss of \$1,003,824 for the nine months ended July 31, 2023. Non-cash charges, including depreciation and amortization, unrealized gain on commodities, loss on equity method investments, amortization of right-of-use assets, gain on extinguishment of lease liability, and deferred income taxes, resulted in cash used of \$159,890 for the nine months ended July 31, 2024 and cash used of \$440,538 for the nine months ended July 31, 2023. The aggregate change in operating assets and liabilities provided \$4,413,146 and \$2,243,524 in operating cash flow for the nine months ended July 31, 2024 and 2023, respectively. For the nine months ended July 31, 2024, our investing activities provided net cash of \$2,879,320 as compared to the nine months ended July 31, 2023 when net cash used in investing activities was \$721,696. The increase in our cash provided by investing activities was due to proceeds from the sale of an investment and decreased purchases of machinery and equipment during the nine months ended July 31, 2024. For the nine months ended July 31, 2024, our financing activities used net cash of \$7,724,374 compared to net cash used in financing activities of \$174,789 for the nine months ended July 31, 2023. The change in cash flow from financing activities for the nine months ended July 31, 2024 was primarily due to our credit line activity. We expect to fund our operations, including paying our liabilities, funding capital expenditures and making required payments on our indebtedness, through at least the next twelve months from the date these condensed consolidated financial statements are issued, with cash provided by operating activities and the use of our credit facility. In addition, an increase in eligible accounts receivable and inventory would permit us to make additional borrowings under our line of credit. Off-Balance Sheet Arrangements We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. 6 ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Not applicable. ITEM 4. CONTROLS AND PROCEDURES Evaluation of Disclosure Controls and Procedures Management, which includes our President, Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based upon that evaluation, our President, Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to the existence of material weaknesses in our internal control over financial reporting. A Material Weakness Over Financial Reporting During the year ended October 31, 2020, our controls were inadequate to prevent and detect misstatements of stock-based compensation awards, quantities of inventory at one of our subsidiaries and inaccurately accounted for certain intercompany eliminations in our consolidated statements of operations. Accordingly, management determined that this control deficiency constituted a material weakness. During the year ended October 31, 2021, we identified inappropriate system access controls over our financial reporting system. These controls were not designed to prevent or detect unauthorized changes to source information, or implement an appropriate level of segregation of duties. During this same period, we determined that we lacked adequate controls with respect to identifying and accounting for material contracts. This was evidenced by our failure to properly identify and account for a material lease amendment. Accordingly, management determined that the foregoing were control deficiencies that constituted material weaknesses. Further, during the year ended October 31, 2022, we concluded that we lacked adequate controls with respect to the preparation and review of journal entries and account reconciliations during the year-end financial statement closing process. Accordingly, management determined that this control deficiency constituted a material weakness. Further, during the year ended October 31, 2023, we concluded that we lacked adequate controls with respect to recording year end accruals for vendor liabilities and properly calculating required loan covenants.

Accordingly, management determined that this control deficiency constituted a material weakness. Notwithstanding such material weaknesses, we believe the financial information presented herein is materially correct and fairly presents the financial position and operating results for the three and nine months ended July 31, 2024 in conformity with U.S. generally accepted accounting principles for interim financial information and in accordance with the rules and regulations of the SEC.

**7 Remediation Plan for the Material Weaknesses**

As previously disclosed in Item 9A of our Annual Report on Form 10-K for the fiscal year ended October 31, 2023, management has identified material weaknesses as of that date. A "material weakness" is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. To remediate the material weaknesses identified above, we are initiating controls and procedures in order to:

- educate control owners concerning the principles and requirements of each control, with a focus on those related to user access to our financial reporting systems impacting financial reporting;
- develop and maintain documentation to promote knowledge transfer upon personnel and function changes;
- develop enhanced controls and reviews related to our financial reporting systems;
- perform an in-depth analysis of who should have access to perform key functions within our financial reporting system that impact financial reporting and redesign aspects of the system to better allow the access rights to be implemented;
- perform a cross-reference analysis on a quarterly basis; and
- implement additional levels of internal review of financial statements and any adjustments made thereto.

The material weaknesses identified above will not be considered remediated until our remediation efforts have been fully implemented and we have concluded that these controls are operating effectively. Management does not expect that our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in a cost-effective control system, no evaluation of internal control over financial reporting can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been or will be detected. Management will seek to remediate such deficiencies over the coming quarters.

**Changes in Internal Control over Financial Reporting**

Other than the changes intended to remediate the material weaknesses as discussed above and in Part II, Item 9A of our Annual Report on Form 10-K for the year ended October 31, 2023, there was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended July 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**8 PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None.

**ITEM 1A. RISK FACTORS**

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended October 31, 2023 filed with the SEC on February 9, 2024. There have been no material changes to our risk factors since the Company's Annual Report on Form 10-K for the year ended October 31, 2023.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

**ITEM 5. OTHER INFORMATION**

(a) None. (b) None. (c) During the fiscal quarter ended July 31, 2024, no director or officer (as defined in Rule 16a-1(f) under the Exchange Act) of the Company adopted or terminated any Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(c) of Regulation S-K.

**9 EXHIBITS**

Exhibit Number	Description
31.1	Principal Executive Officer and Principal Financial Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Principal Executive Officer and Principal Financial Officer's Certification furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Filed herewith. \*\* Furnished herewith.

**10 SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Coffee Holding Co., Inc.**

Date: September 13, 2024

By: /s/ Andrew Gordon

Name: Andrew Gordon Title: President, Chief Executive Officer and Chief Financial Officer

**11 CERTIFICATION**

I, Andrew Gordon, certify that:

- I have reviewed this quarterly report on Form 10-Q for the period ended July 31, 2024 of Coffee Holding Co., Inc.;
- Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or

persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2024 By: /s/ Andrew Gordon

Andrew Gordon President, Chief Executive Officer, Chief Financial Officer and Treasurer (Principal Executive Officer, Principal Financial Officer, Chief Accounting Officer)

Exhibit 32.1 STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

The undersigned, Andrew Gordon, is the President, Chief Executive Officer and Chief Financial Officer of Coffee Holding Co., Inc. (the "Company"). This statement is being furnished in connection with the filing by the Company of the Company's Quarterly Report on Form 10-Q for the period ended July 31, 2024 (the "Report"). By execution of this statement, I certify that:

(A) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to Coffee Holding Co., Inc. and will be retained by Coffee Holding Co., Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: September 13, 2024 By: /s/ Andrew Gordon

Andrew Gordon President, Chief Executive Officer, Chief Financial Officer and Treasurer (Principal Executive Officer, Principal Financial Officer, Chief Accounting Officer)